

Exhibit D
Second Interim Application

Exhibit D
ORDER APPROVING SECOND INTERIM FEE APPLICATION

RADER, FISHMAN & GRAUER PLLC
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Glenn E. Forbis

Intellectual Property Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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[PROPOSED] ORDER APPROVING SECOND INTERIM FEE APPLICATION OF RADER,
FISHMAN & GRAUER PLLC FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES AS INTELLECTUAL PROPERTY COUNSEL TO THE
DELPHI CORPORATION, ET AL., FOR SERVICES RENDERED FROM
FEBRUARY 1, 2006 THROUGH MAY 31, 2006

AND NOW THIS _____ day of _____, 2006, upon consideration of the foregoing
Second Interim Fee Application of Rader, Fishman & Grauer PLLC for Interim Allowance of
Compensation and Reimbursement of Expenses as Intellectual Property Counsel of Delphi
Corporation, et al. with good cause being shown, notice given and no objections having been
received, it is hereby

ORDERED that the Second Interim Application is hereby approved: and it is further

ORDERED that the Debtor is authorized and directed to pay Rader, Fishman & Grauer PLLC the unpaid portion of the following:

100% of fees for the period from February 1, 2006 through May 31, 2006, which amount is \$80,524.75 and 100% of expenses for the period February 1, 2006 through May 31, 2006, which amount is \$74,483.92.

SO ORDERED

United States Bankruptcy Judge